

Exhibit 2

James E. Cecchi
Lindsey H. Taylor
Caroline F. Bartlett
CARELLA, BYRNE, CECCHI
OLSTEIN, BRODY & AGNELLO
5 Becker Farm Road
Roseland, New Jersey 07068
(973) 994-1700
Attorneys for Demand Futile Plaintiffs

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE JOHNSON & JOHNSON DERIVATIVE LITIGATION	Civil Action No. 10-2033 (FLW)
IN RE JOHNSON & JOHNSON FCPA SHAREHOLDER DERIVATIVE LITIGATION	Civil Action No. 11-2511 (FLW)
COPELAND v. PRINCE, <i>et al.</i>	Civil Action No. 11-4993 (FLW)

DECLARATION OF JAMES E. CECCHI

I, JAMES E. CECCHI, of full age, hereby declare as follows:

1. I am an attorney licensed to practice in New Jersey and am a member of the law firm of Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C. I submit this declaration in support of Plaintiffs' Motion for Final Approval of Derivative Litigation Settlement and Award of Attorney's Fees and Reimbursement of Expenses.

2. As is set forth in the Joint Attorney Declaration submitted with this application, the attorneys at this firm have been fully engaged in investigating and prosecuting this derivative

action since its inception. During the majority of that period my firm has served as one of the four Court appointed lead counsel in the Demand Futile Actions.

3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by the attorneys and professional support staff at my firm who represented Plaintiffs in the Derivative Actions, and the lodestar calculation based on those hours.

4. Prior to preparing this declaration I reviewed the billing rates of the attorneys working on this matter. I did so to insure that the rates reflected in the lodestar report were reasonable and reflective of the rates charged in similar matters both by my colleagues and by attorney's at other New Jersey firms. The attorneys (both partners and associates) bill out at a variety of rates, depending upon the particular engagement. For the files where I am the originating partner and the billing partner, I set the hourly rates based upon a variety of factors including the type of engagement and client. The rates I charge for my services range from \$550 per hour to \$750 per hour for hourly paying clients. At the top end of the range are large corporate clients similar to Johnson & Johnson.

5. I believe that my firm's rates are fully commensurate with the hourly rates of other large New Jersey firms performing similar work both for plaintiffs and for defendants. In that regard, I have annexed hereto as Exhibit 2 the 2011 NLJ Billing Survey of New Jersey firms. As reflected therein, the firm Day Pitney has a high partner rate of \$960 per hour. Lowenstein Sandler has a high partner rate of \$895 per hour and Gibbons has a high partner rate of \$725. Lowenstein has a high associate rate of \$660, whereas Gibbons high associate rate is \$475.

6. Furthermore, I am aware of the billing rates of nationally prominent plaintiffs firms, as well as national defense firms. After considering all of these data points, I have

determined that the rates set forth in my lodestar report are reasonable for each of the professionals who worked on this matter. By way of example, Ms. Bartlett, a partner, clerked for a United States Magistrate Judge, United States District Judge and on the Court of Appeals for the Third Circuit. She was a litigator for 7 years at a nationally prominent firm before joining my firm to focus on plaintiffs' cases. Her rate is comparable to other professionals with similar backgrounds. Of course, should the Court have any questions about rates for any of the professionals who worked on this matter, I am available to answer them.

7. The total number of hours expended by my firm to date is 1384.2 hours. The total lodestar for my firm is \$833,753.00. These figures are necessarily incomplete as much work remains to be done including preparing for and presenting arguments at the final approval hearing. Further, in connection with the preparation of the lodestar chart, I performed a detailed analysis of the amount of work performed by each professional and the time spent on each particular task. To the extent that I believed any professional spent too much time on a particular task, I have made appropriate reductions. As such, based upon both my analysis of the rates charged, and the time spent on this complex matter, I believe that the lodestar incurred by this firm in a matter of this complexity and magnitude is reasonable and appropriate.

8. My firm's lodestar figures do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

9. As detailed in Exhibit 3 attached hereto, my firm has incurred a total of \$8,016.47 in unreimbursed expenses.

10. The expenses incurred are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I hereby declare under penalty of perjury that the foregoing is true and correct.

/s/ James E. Cecchi

JAMES E. CECCHI

Dated: August 31, 2012

EXHIBIT 1

In Re: Johnson & Johnson Derivative Litigation

FIRM NAME: Carella, Byrne, Cecchi, Olstein, Brody & Agnello
REPORTING PERIOD: Inception to August 2012

Categories

- [1] Investigation, Research and drafting original complaints
- [2] Investigation, research and drafting amended complaint
- [3] Motion practice
- [4] Discovery and investigation post filing of amended complaint
- [5] Governance and compliance analysis, drafting of settlement proposals, experts
- [6] Settlement negotiation process and documentation

Name	Status*	[1]	[2]	[3]	[4]	[5]	[6]	[7]	Total Hours	Hourly Rate	CUMULATIVE LODESTAR
PARTNERS											
J. E. Cecchi		42.10	78.00	68.00	34.00	46.00	288.00	44.00	600.10	\$750.00	\$450,075.00
L. H. Taylor		12.00	33.00	27.00	12.00	13.00	15.00	6.00	118.00	\$600.00	\$70,800.00
C. Bartlett							11.00	36.30	47.30	\$600.00	\$28,380.00
D. Giffilan			17.00	11.40	13.00				41.40	\$525.00	\$21,735.00
TOTAL PARTNERS		54.10	128.00	106.40	59.00	59.00	314.00	86.30	806.80		\$570,990.00
ASSOCIATES											
D. A. Ecklund			37.40	25.00	15.00	33.00	12.00	35.00	157.40	\$495.00	\$77,913.00
Z. Bower								160.00	160.00	\$495.00	\$79,200.00
A. Petrolle		21.00	59.00	35.00	35.00	36.00		23.00	209.00	\$475.00	\$99,275.00
TOTAL ASSOCIATES		21.00	96.40	60.00	50.00	69.00	12.00	218.00	526.40		\$256,388.00
PARALEGALS											
J. Goodloe			33.00						33.00	\$125.00	\$4,125.00
M. Rago			18.00						18.00	\$125.00	\$2,250.00
TOTAL PARALEGALS		0.00	51.00	0.00	0.00	0.00	0.00	0.00	51.00		\$6,375.00
TOTALS:		75.10	275.40	166.40	109.00	128.00	326.00	304.30	1384.20		\$833,753.00

EXHIBIT 2



011 NLJ Billing Survey

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Fiscal Year	Firm Name	Principal Location	Partner Billing Rate High	Partner Billing Rate Low	Partner Billing Rate Average	Associate Billing Rate High	Associate Billing Rate Low	Associate Billing Rate Average
2011	Day Pitney	Parsippany	\$960	\$380	\$537	\$470	\$235	\$317
2011	Gibbons	Newark	\$725	\$400	\$563	\$475	\$285	\$380
2011	Lowenstein Sandler	Roseland, NJ	\$895	\$435	\$613	\$660	\$250	\$400
2011	McElroy, Deutsch, Mulvaney & Carpenter	Morristown, NJ	\$575	\$295	\$350	\$325	\$185	\$250

Attorney numbers are from the 2011 NLJ 250, published in April 2011.

EXHIBIT 3

IN RE: Johnson & Johnson Derivative Litigation

FIRM NAME: Carella, Byrne, Cecchi,
Olstein, Brody & Agnello

REPORTING PERIOD: Inception to August 2012

DESCRIPTION	EXPENSES
Investigator Fees	\$866.06
Working Meals	\$202.53
Travel Expenses	\$3,368.17
Filing Fees	\$350.00
Messenger	\$99.00
Internal Reproduction/Copies/Printing	\$100.25
Faxes	\$5.00
Telephone	\$1,455.43
Computer Research	\$1,474.03
Federal Express	\$96.00
TOTAL EXPENSES	\$8,016.47